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<b>State:</b>	Arkansas	<b>Filing Company:</b>	The Prudential Insurance Company of America
<b>TOI/Sub-TOI:</b>	H11G Group Health - Disability Income/H11G.003 Long Term		
<b>Product Name:</b>	CF: NBAC Association Group Filing		
<b>Project Name/Number:</b>	CF: NBAC Association Group Filing/		

## Filing at a Glance

Company:	The Prudential Insurance Company of America
Product Name:	CF: NBAC Association Group Filing
State:	Arkansas
TOI:	H11G Group Health - Disability Income
Sub-TOI:	H11G.003 Long Term
Filing Type:	Form
Date Submitted:	12/11/2012
SERFF Tr Num:	PRUX-G128742130
SERFF Status:	Closed-Approved-Closed
State Tr Num:	
State Status:	Approved-Closed
Co Tr Num:	AR032430100002

Implementation	
Date Requested:	
Author(s):	SPI Prudential
Reviewer(s):	Rosalind Minor (primary)
Disposition Date:	12/13/2012
Disposition Status:	Approved-Closed
Implementation Date:	

State Filing Description:

**State:** Arkansas **Filing Company:** The Prudential Insurance Company of America  
**TOI/Sub-TOI:** H11G Group Health - Disability Income/H11G.003 Long Term  
**Product Name:** CF: NBAC Association Group Filing  
**Project Name/Number:** CF: NBAC Association Group Filing/

## General Information

Project Name: CF: NBAC Association Group Filing  
Project Number:  
Requested Filing Mode: Review & Approval  
Explanation for Combination/Other:  
Submission Type: New Submission  
Group Market Type: Association  
Filing Status Changed: 12/13/2012  
State Status Changed: 12/13/2012  
Created By: SPI Prudential  
Corresponding Filing Tracking Number:

Status of Filing in Domicile:  
Date Approved in Domicile:  
Domicile Status Comments:  
Market Type: Group  
Group Market Size: Large  
Overall Rate Impact:  
  
Deemer Date:  
Submitted By: SPI Prudential

Filing Description:

Please see the cover letter.

## Company and Contact

### Filing Contact Information

Susan Roman, Regulatory Contract Specialist  
80 Livingston Avenue  
Roseland, NJ 07068

susan.roman@prudential.com  
973-548-6379 [Phone]  
973-548-6480 [FAX]

### Filing Company Information

The Prudential Insurance Company of America  
80 Livingston Avenue  
Roseland, NJ 07068  
(973) 548-6470 ext. [Phone]

CoCode: 68241  
Group Code: 304  
Group Name:  
FEIN Number: 22-1211670

State of Domicile: New Jersey  
Company Type: Life and Health  
State ID Number:

## Filing Fees

Fee Required? No  
Retaliatory? No  
Fee Explanation:  
Per Company: No

Company	Amount	Date Processed	Transaction #
The Prudential Insurance Company of America	\$50.00	12/12/2012	65674481

State:	Arkansas	Filing Company:	The Prudential Insurance Company of America
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## Correspondence Summary

### Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Rosalind Minor	12/13/2012	12/13/2012

## Objection Letters and Response Letters

### Objection Letters

Status	Created By	Created On	Date Submitted
Pending Industry Response	Rosalind Minor	12/12/2012	12/12/2012

### Response Letters

Responded By	Created On	Date Submitted
SPI Prudential	12/12/2012	12/12/2012

State:	Arkansas	Filing Company:	The Prudential Insurance Company of America
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## Disposition

Disposition Date: 12/13/2012

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification	Approved-Closed	Yes
Supporting Document	Application	Approved-Closed	Yes
Supporting Document	Cover Letter	Approved-Closed	Yes
Supporting Document	Articles of Incorporation	Approved-Closed	Yes
Supporting Document	Bylaws	Approved-Closed	Yes
Supporting Document	Approval of 83500 Series	Approved-Closed	Yes
Supporting Document	Brochure	Approved-Closed	Yes
Supporting Document	Financial Statement	Approved-Closed	No
Supporting Document	Association Requirements	Approved-Closed	Yes

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**State:** Arkansas **Filing Company:** The Prudential Insurance Company of America  
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**Product Name:** CF: NBAC Association Group Filing  
**Project Name/Number:** CF: NBAC Association Group Filing/

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## Objection Letter

Objection Letter Status	Pending Industry Response
Objection Letter Date	12/12/2012
Submitted Date	12/12/2012
Respond By Date	

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Dear Susan Roman,

**Introduction:**

*This will acknowledge receipt of the captioned filing.*

**Objection 1**

*- Articles of Incorporation (Supporting Document)*

*Comments:*

*Since association groups must be filed for approval, a filing fee is required.*

*Our filing fees under Rule and Regulation 57 have been updated. Please review the General Instructions for ArkansasLH or Rule and Regulation 57.*

*The fee for this submission is \$50.00 per form for a total of \$50.00. Please submit the filing fee of \$50.00 for this submission.*

*We will begin our review of this submission upon receipt of the fee.*

**Conclusion:**

*A.C.A. 23-79-109(1)-(5) sets forth the procedure by which filings may be deemed approved upon the expiration of certain time periods with no affirmative action by the commissioner. If the commissioner determines that additional information is needed to make a decision regarding approval, such request for information will be made to the company. The filing will not be considered complete until said additional information is received. The time periods set forth in this statute will not begin to run until the filing is complete.*

*Please feel free to contact me if you have questions.*

*Sincerely,*

*Rosalind Minor*

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<b>TOI/Sub-TOI:</b>	H11G Group Health - Disability Income/H11G.003 Long Term		
<b>Product Name:</b>	CF: NBAC Association Group Filing		
<b>Project Name/Number:</b>	CF: NBAC Association Group Filing/		

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## Response Letter

Response Letter Status	Submitted to State
Response Letter Date	12/12/2012
Submitted Date	12/12/2012

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Dear Rosalind Minor,

### **Introduction:**

*This is in response to your Objection Letter of December 12, 2012.*

### **Response 1**

#### **Comments:**

*You asked that we submit the filing fee of \$50 for this submission.*

*In response, we are sending the \$50 payment via EFT. We apologize for this oversight and any inconvenience it may have caused the Department.*

### **Related Objection 1**

*Applies To:*

*- Articles of Incorporation (Supporting Document)*

*Comments:*

*Since association groups must be filed for approval, a filing fee is required.*

*Our filing fees under Rule and Regulation 57 have been updated. Please review the General Instructions for ArkansasLH or Rule and Regulation 57.*

*The fee for this submission is \$50.00 per form for a total of \$50.00. Please submit the filing fee of \$50.00 for this submission.*

*We will begin our review of this submission upon receipt of the fee.*

### **Changed Items:**

*No Supporting Documents changed.*

*No Form Schedule items changed.*

*No Rate/Rule Schedule items changed.*

### **Conclusion:**

*We trust that this addresses your concerns and that you will now be able to give this filing your favorable consideration. If you have any additional questions regarding this filing, please feel free to call Susan Roman at (973) 548-6379 or Joanne Caputo at 973-548-6470.*

*Sincerely,*

*SPI Prudential*

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## Supporting Document Schedules

		Item Status:	Status Date:
Bypassed - Item:	Flesch Certification	Approved-Closed	12/13/2012
Bypass Reason:	Not applicable to this filing.		

		Item Status:	Status Date:
Bypassed - Item:	Application	Approved-Closed	12/13/2012
Bypass Reason:	Not applicable to this filing.		

		Item Status:	Status Date:
Satisfied - Item:	Cover Letter	Approved-Closed	12/13/2012
Comments:			
Attachment(s):			
Cover Letter.PDF			

		Item Status:	Status Date:
Satisfied - Item:	Articles of Incorporation	Approved-Closed	12/13/2012
Comments:			
Attachment(s):			
NBAC Original and Articles of Amendment to Articles of Inc.PDF			

		Item Status:	Status Date:
Satisfied - Item:	Bylaws	Approved-Closed	12/13/2012
Comments:			
Attachment(s):			
NBAC Third Amended and Restated Bylaws - Signed.PDF			

		Item Status:	Status Date:
Satisfied - Item:	Approval of 83500 Series	Approved-Closed	12/13/2012
Comments:			

<b>State:</b>	Arkansas	<b>Filing Company:</b>	The Prudential Insurance Company of America
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<b>Product Name:</b>	CF: NBAC Association Group Filing		
<b>Project Name/Number:</b>	CF: NBAC Association Group Filing/		

Attachment(s):

AR Approval 83500 Series.PDF

		Item Status:	Status Date:
Satisfied - Item:	Brochure	Approved-Closed	12/13/2012
Comments:			
Attachment(s):			
NBAC Member Brochure.PDF			

		Item Status:	Status Date:
Satisfied - Item:	Association Requirements	Approved-Closed	12/13/2012
Comments:			
Attachment(s):			
AR Association Requirements.PDF			





**Joanne M. Caputo**  
Assistant Secretary

**The Prudential Insurance Company of America**  
80 Livingston Avenue, Roseland, NJ 07068  
Tel 973-548-6479 Fax 973-548-6480  
joanne.caputo@prudential.com

December 11, 2012

Comm. Jay Bradford  
Insurance Commissioner  
Compliance - Life and Health  
Arkansas Department of Insurance  
1200 West Third Street  
Little Rock, Arkansas 72201-1904

Re: Request for Association Approval for  
National Business Association for Chiropractors

Dear Comm. Bradford:

The purpose of this letter is to request approval of an association group, as provided for under Section. 23-86-106 of the Arkansas Insurance Code.

The group to which the contract will be issued is the National Business Association for Chiropractors (NBAC), which was organized for the benefit of its member chiropractors. Since we believe that issuance of a group contract to this client meets the requirements for consideration set forth in Section 23-86-106(2)(A) we ask that NBAC be approved as an eligible group for issuance of group coverage.

This group contract will cover NBAC members for group long term disability and business overhead expense insurance. The contract for NBAC will be situated in Iowa.

Coverage will be issued on the 83500 policy series of forms. This policy series was originally approved in Iowa on September 16, 1983 and in Arkansas on October 3, 1984. For your information, we have attached the Arkansas approval.

We also have attached NBAC's Bylaws, Articles of Incorporation, brochure and financial statement and the Arkansas Association Requirements questionnaire.

If there are any questions regarding this filing, please feel free to call Susan Roman at 973-548-6379 or me at 973-548-6479.

Sincerely,

Joanne M. Caputo  
Assistant Secretary

# IOWA

No 130897

## SECRETARY OF STATE

### CERTIFICATE OF INCORPORATION

THE HEALTH-LIFE AMERICA ASSOCIATION  
Ankeny, Iowa 50021

June 6, 19 83

has filed articles of incorporation in this office and is hereby authorized to transact business as a corporation from June 6, 19 83, perpetually under the provisions of Chapter 504A, 1983 Code of Iowa.



#### Fees Paid:

Filing . . . \$ 20.00  
Consent 5.00  
Recording . \$ XX

SECRETARY OF STATE

DEPUTY

BY Mary Jane Odell

MAILED

JUN 27 1983

ASSOCIATION

ARTICLES OF INCORPORATION

OF

THE HEALTH-LIFE AMERICA ASSOCIATION

TO THE SECRETARY OF THE STATE OF IOWA:

I, the undersigned, acting as the Incorporator of a corporation under the Iowa Non-Profit Corporation Act under Section 504A, The Code of Iowa (1983) adopt the following Articles of Incorporation for such Corporation:

I. The name of the Corporation is The Health-Life America Association.

II. The basic purpose, object and business of the Corporation shall primarily be to coordinate the activities of public and private groups involving health-conscious persons nationwide, the end that shall be:

1. Adequate community and individual activities stimulating and maintaining the interest and welfare of health-conscious Americans.
2. Adequate dissemination of information concerning the interests, problems and affairs of health-conscious Americans.
3. Adequate public and private services maintaining and improving the health and welfare of health-conscious Americans.
4. For adequate dissemination of information the Association shall publish periodic newsletters for members.

To act as a clearinghouse for the exchange of information, ideas and experiences among public and private groups. To engage in fact finding and analysis of issues, and other types of educational programs. To encourage all health-conscious Americans without regard to race, creed, color, national origin or ancestry to work together in order to share the fullest fruits of their labors. To take such other action as is consistent with the interests and needs of health-conscious Americans.

III. The address of its initial registered office in the State of Iowa is 2206 S.W. Third, City of Ankeny, County of Polk, State of Iowa, and the name of its

SECRETARY  
OF THE STATE

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INST. NO.

POLK COUNTY, IOWA

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A.M.

P.M.

KATHY SHINE HOLSCHUH, Recorder

By *[Signature]* Deputy

initial registered agent at such address is Glen V. Finch.

IV. The number of directors constituting the initial Board of Directors of the Corporation is four and the names and addresses of the persons who are to serve as initial directors are:

Glen V. Finch      2206 S.W. Third  
Ankeny, Iowa 50021

Betty L. Finch      2206 S.W. Third  
Ankeny, Iowa 50021

Gwen E. Tolsdorf      2206 S.W. Third  
Ankeny, Iowa 50021


Nancy Main      2206 S.W. Third  
Ankeny, Iowa 50021

V. The date on which the corporate existence shall begin is the 6<sup>th</sup> day of June, 1983.

VI. The name and address of the incorporator is:

Glen V. Finch  
2206 S.W. Third  
Ankeny, Iowa 50021

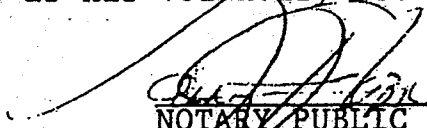
Dated this 3<sup>rd</sup> day of June, 1983.

  
GLEN V. FINCH, Incorporator

STATE OF IOWA )

COUNTY OF POLK ) ss.

On this 3<sup>rd</sup> day of June, 1983, before me, the undersigned, a Notary Public in and for said County and State personally appeared Glen V. Finch to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

  
NOTARY PUBLIC IN AND FOR THE  
STATE OF IOWA

ADMITTED  
FILED

1983 JUN 6 AM 9 59

CLERK OF STATE  
FILES

AFFIDAVIT  
CONSENT TO USE OF SIMILAR CORPORATE NAME

STATE OF IOWA )  
COUNTY OF POLK ) ss.

Glen V. Finch, being first duly sworn, deposes and states:

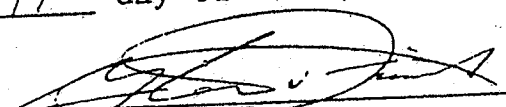
1. That he is the President and sole stockholder of Health-Life America Corporation, hereafter referred to as the consenting corporation, duly organized and existing under and by virtue of the laws of the State of Iowa with its principal office at 2206 S.E. Third, City of Ankeny, County of Polk, State of Iowa, and in whose behalf he makes this Affidavit.

2. That the consenting corporation consents to the use by Glen V. Finch of the similar corporate name "Health-Life America Association", to designate a corporation which he intends to incorporate as a non-profit corporation under the laws of the State of Iowa.

3. That the consenting corporation hereby consents on the basis that it is not in a competitive capacity with "Health-Life America Association" and there is no potential interference between the business entities and no detrimental effect to the general public.

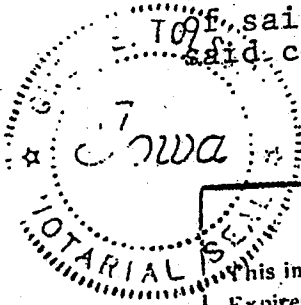
4. That the consenting corporation understands and agrees that the consent hereby granted may result in the creation of a corporation under the name, "Health-Life America Association," whereas such name might not be available to the incorporator under the laws of the State of Iowa in the absence of this consent.

IN WITNESS WHEREOF, the consenting corporation has caused the above instrument to be executed in its behalf, pursuant to authority of its Board of Directors, by its President, this 17<sup>th</sup> day of June, 1983.

  
GLEN V. FINCH

On this 17<sup>th</sup> day of June, 1983, before me, the undersigned a Notary Public in and for said County and State of Iowa, personally appeared Glen V. Finch to me

On this 17<sup>th</sup> day of June, 1983, before me, the undersigned a Notary Public in and for said County and State, personally appeared Glen V. Finch to me personally known, who being by me duly sworn, did say that he is the President of said corporation executing the within and foregoing instrument, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Glen V. Finch as such officer acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it and by him voluntarily executed.



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Dora E. Tolson  
~~NOTARY PUBLIC IN AND FOR THE~~

OFFICE OF THE STATE OF IOWA  
Des Moines, Iowa

This instrument recorded in Book <u>L-41</u> Page <u>294</u> June 6, 1983	
Expires <u>Perpetual</u>	Cert. No. <u>630897</u> Recd. No. <u>11048</u>
Filed By <u>Barbara Handberg, City</u>	Secretary of State
Filing Fee <u>20.00</u>	Recording Fee <u>1.00</u>
<u>Consent</u>	

Consent

205 11th St, Ankeny, Iowa 50021

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

NATIONAL BUSINESS ASSOCIATION FOR CHIROPRACTORS

TO THE SECRETARY OF STATE  
OF THE STATE OF IOWA:

Pursuant to Section 504.1005 of the Revised Iowa Nonprofit Corporation Act, the undersigned corporation adopts the following amendments to the corporation's articles of incorporation:

1. The name of the corporation is National Business Association for Chiropractors.
2. The first sentence of Article II, Section 4 was deleted in its entirety and replaced with the following:

For adequate dissemination of information the Association shall make available periodic newsletters for members.

3. Article VII was added as follows:

The Association shall have perpetual duration.

4. Article VIII was added as follows:

The Association shall have members with those rights and responsibilities described in the bylaws.

5. Article VIII was added as follows:

A director of the Association shall not be liable to the Association or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Association or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Association, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any

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further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Association with respect to any state of facts existing at or prior to the time of such repeal or modification.

6. Article IX was added as follows:

The Association shall indemnify a director for liability (as such term is defined in section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit by a director to which the director is not entitled; (2) an intentional infliction of harm on the Association or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Association shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Association shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Association with respect to any state of facts existing at or prior to the time of such repeal or modification.

7. The date of adoption of the amendments was 5-10, 2007.

8. The Amendments were duly approved by the members in the manner required by this chapter, the Articles of Incorporation and Bylaws of the Association.

Dated: 5/10, 2007.

NATIONAL BUSINESS ASSOCIATION FOR  
CHIROPRACTORS

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IOWA  
SECRETARY OF STATE

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W528161



By: Gary Tarola

Printed Name: GARY TAROLA

Title: \_\_\_\_\_



ADOPTED: October 14, 2009

**THIRD AMENDED AND RESTATED BYLAWS  
OF  
NATIONAL BUSINESS ASSOCIATION FOR CHIROPRACTORS**  
(an Iowa Nonprofit Corporation)  
(hereinafter referred to as the "Association")

**ARTICLE 1  
PRINCIPAL OFFICE**

The location of the principal office of the Association in the State of Iowa will be identified in the Association's biennial report filed with the Iowa Secretary of State.

**ARTICLE 2  
REGISTERED OFFICE AND AGENT**

The initial registered agent and office of the Association are set forth in the articles of incorporation. The registered agent or registered office, or both, may be changed by resolution of the Board of Directors.

**ARTICLE 3  
MEMBERS**

Section 3.1. Classes of Members. The Association shall have two (2) classes of members. The designation of each class and the qualifications and rights of the members of such class shall be as follows:

(a) Individual Membership. A person that qualifies for membership under section 3.2 and elects for his/her membership to be treated as an individual membership is entitled to participate in all benefit programs offered by the Association. Each individual member is entitled to one vote on each matter submitted to a vote of the members.

(b) Family Membership. A person that qualifies for membership under section 3.2 and elects for his/her membership to be treated as a family membership is entitled (and so are his/her spouse and children, if any) to participate in all benefit programs offered by the Association. Each family membership is entitled to one vote on each matter submitted to a vote of the members.

Section 3.2. Qualification of Membership. To qualify for membership, an individual must be a licensed chiropractor and must be able to verify the existence of malpractice insurance coverage. The existence of malpractice insurance with the individual named as the insured will be accepted by the Association as proof that the individual is a practicing chiropractor.

Section 3.3. Expulsion, Suspension or Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may expel, suspend or terminate a member for cause after providing not less than fifteen (15) days notice to the member of the proposed expulsion, suspension, or termination and reasons therefore and an opportunity for a hearing.

Section 3.4. Resignation. Any member may resign by filing a written resignation with the Secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 3.5. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 3.6. Transfer of Membership. Membership in the Association is not transferable or assignable.

#### **ARTICLE 4** **MEETINGS OF MEMBERS**

Section 4.1 Annual Meeting. The annual meeting of the members for the election of Directors and for the transaction of such other business as may properly come before the meeting, shall be held each year at such place, time and date as the Board of Directors shall fix.

Section 4.2 Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law (which for purposes of these bylaws shall mean as required from time to time by the Revised Iowa Nonprofit Corporation Act or the articles of incorporation of the Association), may be called by the Board of Directors.

Section 4.3 Notices and Reports to Members.

(a) Notice of the place, date and time of all meetings of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be communicated not fewer than ten (10) days nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting. The Board of Directors may establish a record date for the determination of members entitled to notice, as provided in section 4.5 of these bylaws. Notice of adjourned meetings need only be given if required by law or section 4.7 of these bylaws.

(b) In the event corporate action is taken without a meeting in accordance with section 4.11 of these bylaws by less than unanimous written consent, prompt notice of the taking of such corporate action shall be given to those members who have not consented in writing.

(c) Notice may be communicated in person, by mail, or other method of delivery, or by telephone, voice mail, or other electronic means. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication. Written notice by the Association to its members, if in a comprehensible form, is effective according to one of the following: (i) upon deposit in the United States mail, if mailed post-paid and correctly addressed to the member's address shown in the Association's current record of members; or (ii) when electronically transmitted to the member in a manner authorized by the member.

#### Section 4.4 Waiver of Notice.

(a) Any member may waive any notice required by law or these bylaws if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or these bylaws. Any such waiver shall be delivered to the Association for inclusion in the minutes or filing with the corporate records.

(b) A member's attendance at a meeting, in person or by proxy, waives (i) objection to lack of notice or defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting, and (ii) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 4.5 Record Date. The Board of Directors may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than seventy (70) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If no record date is so fixed for the determination of members, the close of business on the day before the date on which the first notice of a members' meeting is communicated to members shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors selects a new record date or unless a new record date is required by law.

Section 4.6 Members' List. After fixing a record date for a meeting, the Secretary shall prepare an alphabetical list of the names of all members who are entitled to notice of a members' meeting. Subject to section 8.6, the members' list must be available for inspection by any member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Association's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, or a member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of law, to copy the list, during regular business hours and at the person's expense, during the period it is available for inspection. The Association shall make the members' list available

at the meeting, and any member, or a member's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

#### Section 4.7 Quorum.

(a) At any meeting of the members, the members present shall constitute a quorum, unless the representation of a different number is required by law, and in that case, the representation of the number so required shall constitute a quorum. If a quorum shall fail to attend any meeting, the chairperson of the meeting or a majority of the votes present may adjourn the meeting to another place, date or time.

(b) When a meeting is adjourned to another place, date or time, notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than one hundred twenty (120) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, notice of the place, date and time of the adjourned meeting shall be given in conformity with these bylaws. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

(c) Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment thereof unless a new record date is or must be set for that adjourned meeting.

#### Section 4.8 Organization.

(a) The President, or in the absence of the President, the Vice President, or in the Vice President's absence, such person as the Board of Directors may have designated, or, in the absence of such a person, such person as shall be designated by the holders of a majority of the votes present at the meeting, shall call meetings of the members to order and shall act as chairperson of such meetings.

(b) The Secretary of the Association shall act as secretary at all meetings of the members, but in the absence of the Secretary at any meeting of the members, the chairperson may appoint any person to act as secretary of the meeting.

#### Section 4.9 Voting.

(a) Every member entitled to vote may vote by printed ballot. Each member shall be entitled to one vote on each matter submitted to a vote of the members according to the terms of section 3.1 of these bylaws. Each ballot shall be signed by the member voting, or in the member's name by proxy, if there be such proxy. Notwithstanding anything in these bylaws to the contrary, unless otherwise required by applicable law, the only matter that shall be submitted to a vote of the members shall be the election of the Directors at the annual meeting from the

slate of candidates prepared by the nominating committee and approved by the Board of Directors.

(b) The members having the right to vote at any meeting shall be only those of record on the books of the Association, on the record date fixed by law or pursuant to the provisions of section 4.5 of these bylaws.

(c) If a quorum exists, action on a matter, other than the election of Directors, by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless a greater number is required by law.

#### Section 4.10 Voting by Proxy or Representative.

(a) At all meetings of the members, a member entitled to vote may vote by proxy appointed in writing, which appointment shall be effective when received by the Secretary of the meeting or other officer or agent authorized to tabulate votes. An appointment of a proxy is valid for eleven (11) months from the date of its execution, unless a longer period is expressly provided in the appointment form.

(b) A member or member's agent or attorney-in-fact may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission that complies with section 8.1 of these bylaws. An electronic transmission must contain or be accompanied by information from which one can determine that the member, the member's agent, or the member's attorney-in-fact authorized the electronic transmission.

Section 4.11 Action Without Meeting. Except as otherwise set forth in this section 4.11, any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting or vote if one or more consents in writing setting forth the action taken shall be signed and dated by the members having not less than eighty percent (80%) of the votes entitled to be cast at a meeting at which all members entitled to vote on the action were present and voted, and are delivered to the Association for inclusion in the minutes or filing with the Association's records. Written consents from a sufficient number of members must be obtained within sixty (60) days from the date of the earliest dated consent for such consents to be effective to take corporate action. Provided, however, a Director shall not be removed by written consents unless written consents are obtained from all members of the Association. If not otherwise fixed by law or in accordance with these bylaws, the record date for determining members entitled to take action without a meeting is the date the first member signs such a written consent. Written consents may be delivered to the Association by electronic transmission. A written consent may be revoked by a writing to that effect received by the Association prior to the receipt by the Association of unrevoked written consents sufficient in number to take the corporate action.

Section 4.12 Ballot Voting. An action based on a written ballot may be taken provided the number of votes cast meets the quorum and number of approvals meets the number requirements set forth in section 4.9. A written ballot may be transmitted and a vote may be cast on that ballot electronically in accordance with section 8.8.

Section 4.13 Conduct of Business. The chairperson of any meeting of members shall determine the order of business and procedure at the meeting, including such regulation of the manner of voting and the conduct of business as seem to him or her to be in order. The chairperson shall also announce at the meeting when the polls close.

## **ARTICLE 5**

### **BOARD OF DIRECTORS**

Section 5.1 Qualifications and General Powers. No Director is required to be an officer or employee or a resident of the State of Iowa. The business and affairs of the Association shall be managed under the direction of the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 5.2 Number of Directors; Tenure. The number of Directors of the Association shall be not fewer than three (3) nor more than 15 (fifteen), the exact number within such range to be determined from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a nominating committee to prepare a slate of candidates for Director and the Directors shall be elected by the members from the slate of candidates prepared by the nominating committee and approved by the Board of Directors. Each Director shall hold office until his or her successor shall have been elected and qualifies, or until his or her death, resignation or removal. At the first annual meeting of the members, one-third (1/3) of the Directors shall be elected for a term of one (1) year, one-third (1/3) for a term of two (2) years and one-third (1/3) for a term of three (3) years; and at each annual meeting thereafter the members shall elect one-third (1/3) of the Directors for a term of three (3) years.

Section 5.3 Quorum and Manner of Acting. A quorum of the Board of Directors consists of a majority of the number of Directors prescribed in accordance with section 5.2. If at any meeting of the Board there be less than a quorum present the president may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of Directors, a quorum being present, the act of the majority of the Directors present at the meeting shall be the act of the Board of Directors.

Section 5.4 Resignation. Any Director of the Association may resign at any time by delivering written notice to the President, the Board of Directors, or the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 5.5 Removal. A Director shall be subject to removal, with or without cause, at a meeting of the Board of Directors.

Section 5.6 Vacancies. Any vacancy occurring in the Board of Directors through death, resignation, removal or any other cause, including an increase in the number of Directors, may

be filled by the Board of Directors. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the remaining Directors.

Section 5.7 Compensation of Directors. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing contained here shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation for such services.

Section 5.8 Place of Meetings, etc. The Board of Directors may hold its meetings at such place or places within or without the State of Iowa, as the Board may from time to time determine. A Director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.9 Annual Meeting. Immediately after the final adjournment of each annual meeting of the members for the election of Directors, the Board of Directors shall meet, at the same place where said meeting of members finally adjourned, for the purpose of organization, the election of officers and the transaction of other business. Notice of such meeting need not be given. Such meeting may be held at any other time or place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all the Directors, at which meeting the same matters shall be acted upon as is above provided.

Section 5.10 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and at such times as the Board of Directors shall by resolution fix and determine from time to time. No notice shall be required for any such regular meeting of the Board.

Section 5.11 Special Meetings; Notice.

(a) Special meetings of the Board of Directors shall be held whenever called by direction of the President, the Vice President, or two-thirds (2/3) of the Directors at the time being in office.

(b) Notice of each such meeting shall be communicated to each Director at least two (2) days before the date on which the meeting is to be held. Each notice shall state the date, time and place of the meeting. Unless otherwise stated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every Director shall be present, even without any notice, any business may be transacted.

Section 5.12 Waiver of Notice. A Director may waive any notice required by law or these bylaws if in writing and signed by a Director entitled to such notice, whether before or after

the date and time stated in such notice. Such a waiver shall be equivalent to notice in due time as required by these bylaws. Attendance of a Director at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.13 Director's Assent Presumed. A Director of the Association who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 5.14 Order of Business.

(a) At meetings of the Board of Directors, business shall be transacted in such order as, from time to time, the Board of Directors may determine by resolution.

(b) At all meetings of the Board, the President, or in his or her absence, the Vice President, or in the Vice President's absence the most senior officer present, or otherwise the person designated by the vote of a majority of the Directors present shall preside.

Section 5.15 Action Without Meeting. Any action required or permitted by law to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board and if one or more consents in writing describing the action so taken shall be signed by each Director then in office and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. Written consents may be delivered to the Association by electronic transmission. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Association prior to the delivery to the Association of unrevoked written consents signed by all of the Directors.

Section 5.16 Committees.

(a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; provided, however, that no such committee shall have the authority of the Board of Directors in reference to authorized distributions; approve, or recommend to members dissolution, merger, or sale, pledge, or transfer of all or substantially all of the Association's assets; elect, appoint, or remove Directors or fill vacancies on the Board or any of its committees; or adopt, amend, or repeal the



articles or bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law. Each committee shall fix its own rules governing the conduct of its activities as the Board of Directors may request.

(b) Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the Association, and the president of the Association shall appoint the members of the committees. Any member may be removed, with or without cause, by the persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

## **ARTICLE 6**

### **OFFICERS**

Section 6.1 Executive Officers. The executive officers of the Association shall be a President or one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary/Treasurer and such other officers as may from time to time be elected by the Board of Directors. One person may hold the offices and perform the duties of any two or more of said offices. In its discretion, the Board of Directors may delegate the powers or duties of any officer to any other officer or agents, notwithstanding any provision of these bylaws, and the Board of Directors may leave unfilled for any such period as it may fix, any office except those of President and Treasurer/Secretary. The officers of the Association shall be elected annually by the Board of Directors at the annual meeting thereof. Each such officer shall hold office until the next succeeding annual meeting of the Board of Directors and until his or her successor shall have been duly chosen and shall qualify or until his or her death or until he or she shall resign or shall have been removed.

Section 6.2 Resignation and Removal. An officer may resign at any time by delivering notice to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective time. Any officer may be removed by the Board of Directors at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. An officer may be removed at any time with or without cause by any of the following: (a) the Board of Directors; (b) the officer who appoints such officer, unless these bylaws or the Board of Directors provide otherwise; or (c) any other officer if authorized by these bylaws or the Board of Directors.

Section 6.3. Powers and Duties of the President. Subject to the control of the Board of Directors, the President shall have general charge of and direct the operations of the Association and shall be the chief executive officer of the Association. The President shall, when present, preside at all meetings of the members. The President shall, when present, preside at all meetings of the Board of Directors. The President shall keep the Board of Directors fully informed and shall freely consult with them concerning the business of the Association in his or

her charge. The President shall have authority to sign, execute and acknowledge all contracts, checks (and countersigned with the Treasurer), deeds, mortgages, bonds, leases or other obligations on behalf of the Association as the President may deem necessary or proper to be executed in the course of the Association's regular business as authorized by the Board of Directors. The President may sign in the name of the Association reports and all other documents or instruments that are necessary or proper to be executed in the course of the Association's business. He or she shall perform all duties incident to the office of President as herein defined, and all such other duties as from time to time may be assigned by the Board of Directors.

Section 6.4 Powers and Duties of the Vice President(s). In the absence of the President or in the event of the death, inability or refusal to act of the President, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their appointment, or in the absence of any designation, the senior Vice President in length of service) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties and have such authority as from time to time may be assigned to such Vice President by the President or by the Board of Directors.

Section 6.5 Powers and Duties of the Secretary. The Secretary shall (a) keep minutes of all meetings of the members and of the Board of Directors; (b) authenticate records of the Association and attend to giving and serving all notices of the Association as provided by these bylaws or as required by law; (c) be custodian of the corporate seal, if any, the stock certificate books and such other books, records and papers as the Board of Directors may direct; (d) keep a record showing the names of all persons who are members of the Association, their post office addresses as furnished by each such member, and at least ten (10) days before each members' meeting, prepare a complete list of members entitled to vote at such meeting arranged in alphabetical order; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors. Without limiting the foregoing, the Secretary shall be responsible for maintaining and authenticating the following records: (a) minutes of all meetings of the members and Board of Directors; (b) all actions taken by the members or Board of Directors without a meeting; (c) all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Association; (d) articles or restated articles of incorporation and all amendments to them currently in effect; (e) bylaws or restated bylaws and all amendments to them currently in effect; (f) all written communications to members generally within the past three years, including the financial statements furnished for the past three years; (g) list of names and business addresses of the current Directors and officers; and (h) the Association's most recent biennial report delivered to the Secretary of State.

Section 6.6 Powers and Duties of the Treasurer. The Treasurer shall (a) have custody of and be responsible for all moneys and securities of the Association, shall keep full and accurate records and accounts in books belonging to the Association, showing the transactions of the Association, its accounts, liabilities and financial condition and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers; (b) deposit in the name of

the Association in such depository or depositories as are approved by the Board of Directors, all moneys that may come into the Treasurer's hands for the Association's account; (c) prepare annual financial statements that include a balance sheet as of the end of the fiscal year and an income statement for that year; (d) countersign all checks together with the President; and (e) in general, perform such duties as may from time to time be assigned to the Treasurer by the President or by the Board of Directors.

Section 6.7 Assistants. There shall be such number of Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time authorize and appoint. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary, or the Treasurer, respectively, or by the President or the Board of Directors. The Board of Directors shall have the power to appoint any person to act as assistant to any other officer, or to perform the duties of any other officer, whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

## **ARTICLE 7**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 7.2 Gifts and Loans. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or devise for the general purpose or for any special purpose of the Association. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the President and the Treasurer and in such manner as shall from time to time be determined by the President, the Vice President or by resolution of the Board of Directors. The Treasurer may direct such other persons as they deem fit to handle book keeping and ordinary and customary payments on behalf of the Association from time to time.

## **ARTICLE 8**

### **MISCELLANEOUS PROVISIONS**

Section 8.1 Facsimile and Electronic Signatures. In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these bylaws, facsimile and electronic signatures of any officer or officers of the Association may be used whenever and as authorized

by the Board of Directors or a committee thereof. An "electronic signature" is any electronic symbol or process attached to or logically associated with a document sent by electronic transmission and executed or adopted by a person with the intent to sign such document. "Electronic signature" includes (i) a unique password or unique identification assigned to a person by the Association; (ii) a person's typed name attached to or part of an electronic transmission sent by or from a source authorized by such person such as an e-mail address provided by such person as that person's e-mail address; (iii) a person's facsimile signature; and (iv) any other form of electronic signature approved by the Board.

Section 8.2 Corporate Seal. The Association shall not adopt an official seal.

Section 8.3 Fiscal Year. The fiscal year of the Association shall be from the first day of January and end on the last day of December in each year.

Section 8.4 Corporate Records. The books and records of the Association shall be kept (except that the member list must also be kept at the places described in section 4.6 of these bylaws) at the principal office of the Association.

Section 8.5 Voting of Stocks Owned by the Association. In the absence of a resolution of the Board of Directors to the contrary, the President, and any Vice President acting within the scope of his or her authority as provided in these bylaws, are authorized and empowered on behalf of the Association to attend and vote, or to grant discretionary proxies to be used, at any meeting of members of any corporation in which this Association holds or owns shares of stock, and in that connection, on behalf of this Association, to execute a waiver of notice of any such meeting or a written consent to action without a meeting. The Board of Directors shall have authority to designate any officer or person as a proxy or attorney-in-fact to vote shares of stock in any other corporation in which this Association may own or hold shares of stock.

Section 8.6 Members' Right to Information.

(a) Subject to paragraphs (d) and (e) below, if a member makes a demand in good faith and for a proper purpose, the member describes with reasonable particularity the member's purpose and the records the member desires to inspect, and the records requested, are directly connected with the member's stated purpose, then the member shall be entitled to inspect and copy, during regular business hours at a reasonable location specified by the Association, any of the following records of the Association provided the member gives the Association written notice of the member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy any of the following: (i) excerpts from minutes of any meeting of the Board of Directors, records of any actions of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Association, minutes of any meeting of the members, and records of action taken by the members or the Board of Directors without a meeting; (ii) accounting records of the Association; and (iii) the membership list of the Association.

(b) Upon written request from a member, the Association, at its expense, shall furnish to that member the annual financial statements of the Association, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, that report must accompany them.

(c) The Association may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.

(d) Without the consent of the Board of Directors, no corporate record may be obtained or used by any person for any purpose unrelated to the member's interest as a member.

(e) The Association may, within ten (10) days after receiving a demand for the inspection of the membership list, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to a copy of the membership list. A reasonable alternative may include a member-prepared communication mailed by the Association at the expense of the member.

Section 8.7. Director's Access to Records. A Director is entitled to inspect and copy the books, records, and documents of the Association at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Association.

Section 8.8 Electronic Transmissions. "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

## **ARTICLE 9**

### **AMENDMENTS**

Section 9.1 Amendments to Bylaws. These bylaws may be altered, amended or repealed and new bylaws adopted by the affirmative unanimous vote of the entire Board at a meeting of the Board of Directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least seven (7) days prior thereto by written notice to each Director.

## **ARTICLE 10**

### **CERTIFICATES OF MEMBERSHIP**

Section 10.1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association that shall be in such form as

may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 10.2. Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, or waived by the Board, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of section 10.1 of these bylaws.

## **ARTICLE 11**

### **DUES AND INITIATION FEES**

Section 11.1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 11.2. Payment of Dues. Annual dues shall be payable in advance. There shall be no refund of dues paid under any circumstances.

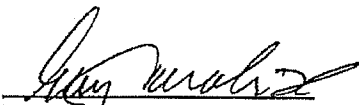
Section 11.3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, the Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may expel, suspend or terminate a member for cause after providing not less than fifteen (15) days notice to the member of the proposed expulsion, suspension, or termination and reasons therefor and an opportunity for a hearing.

## **ARTICLE 12**

### **DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, the Board of Directors will choose an appropriate not-for-profit association whose purpose is to advance the science and the profession of chiropractic to receive any remaining assets.

**Approved**

  
**Dr. Gary Tarola, President**

X:\Client\_N\NCMIC\_Insurance\_Company\Hartford\_Life\_Insurance\_Company\National Business Assoc for Chiropractors\Second  
Amended and Restated Bylaws (FINAL).doc

The Prudential Insurance Company of America  
Group and Financial Services Office  
56 North Livingston Avenue  
Roseland, NJ 07068  
Tel. 201-994-8138

Walter J. Fleischer  
Vice President, Group Contracts  
Group Insurance Department

September 28, 1984

Honorable Linda Garner  
Insurance Commissioner  
Insurance Department  
400-18 University Tower Building  
Little Rock, Arkansas 72204

Attention: Ms. Jeanne G. Akins  
Life and Health Analyst  
Compliance Division

APPROVED  
OCT 03 1984

INSURANCE COMMISSIONER  
STATE OF ARKANSAS

RECEIVED

OCT 3 1984

LIFE AND HEALTH  
ARKANSAS INSURANCE DEPARTMENT

Re: Filing of 83500 Series

Dear Ms. Akins:

Thank you for your reply to our June 29, 1984 letter. We apologize for the delay in responding.

As a result of the Department's position with respect to assignment of benefits under group life policies, we have revised the "Limits on Assignments" sections of our forms by deleting the first sentence of those sections (which included the wording "Unless the Schedule of Benefits does not allow it ... "). We are, therefore, enclosing a new form 83500 GR 1007, which is to be substituted for form 83500 GR 1001, and a revised form 83500 BAS 1012, which is to be substituted for the version of that form previously submitted to the Department. These forms will not be used to prohibit assignments under a group life coverage.

A Readability Compliance Certification showing the Flesch Reading Ease Scores for these forms is included with this letter.

We hope that, in view of the above changes, the Department will be able to approve, upon receipt of this letter, the forms of our 83500 series.

Very truly yours,

Walter J. Fleischer



As an NBAC member, you'll receive NBAC's newsletter, *NBAC Messenger*, with information and tips to help you from the time your career begins to when it matures.

The website at [www.nbac.com](http://www.nbac.com) serves as an interactive source for a wide variety of business information and planning resource needs. For example, you'll find several articles on relevant topics, including marketing your practice, staff and billing. Additional valuable benefits are below.

If you have any questions regarding membership in the National Business Association for Chiropractors, please don't hesitate to call 1-800-992-8044. We'll be happy to help you.

D.C. Long Term Disability Insurance Plan\*

Help protect your ability to earn an income with the D.C. Long Term Disability Plan. You can collect monthly benefits of up to \$7,500.00 if a covered illness or injury means you can't work.

NCMIC Insurance Services is the exclusive agent for the plan. It's underwritten by Hartford Life and Accident Insurance Company, Simsbury, CT 06089.

For more information and an application, simply call NCMIC Insurance Services at 1-800-932-9340.

\*All benefits are subject to the terms and conditions of the policy. Policies underwritten by Hartford Life and Accident Insurance Company detail exclusions, limitations, reductions of benefits and terms under which the policies may be continued in force or discontinued. This plan is not available in all states. Call 1-800-932-9340 to inquire about your state.

Customized Web Services

Take advantage of this member benefit to create or redesign your practice website. NBAC members can save 20% on customized Web services through eGroupManager. eGroupManager has an experienced staff of programmers and graphic designers ready to work for you. Available services include:

- Custom Web design
- Internet marketing
- Evaluation and redesign of current sites
- Consulting on viability of Internet projects
- Website hosting

To learn more, call 1-636-530-7006 and ask for Web Development Sales. Mention your NBAC membership to receive your 20% discount. Or, visit [www.egmwebservices.com](http://www.egmwebservices.com).

Magazine Discounts

Order new titles for your waiting room and save up to 85% off regular magazine subscription rates. In addition, some programs offer rebates up to 35% off the purchase price if purchases are made through [www.egroupmanager.com](http://www.egroupmanager.com). The magazine discount program consists of the following companies:

- Blue Dolphin
- Magazines.com, Inc.
- Magazinline
- NetMagazines.com

Simply login at [www.egroupmanager.com](http://www.egroupmanager.com) and click the link of the magazine program you choose to select your titles.

Or, if you do not have Internet access, call 1-800-992-8044 from 8:30 a.m. – 4:30 p.m., CT. Simply tell the Customer Service Representative which titles you want, and you'll be contacted within 48 hours on weekdays (72 hours on weekends) with pricing information, if available.

Questions about NBAC?  
Call 1-800-992-8044 or  
visit [www.nbac.com](http://www.nbac.com).

Floral Discount

As an NBAC member, here is the perfect opportunity to add flowers to your reception area or thank a patient for referrals. You can send fresh flowers, plants, specialty baskets, gifts and candies anywhere in North America at a 40-60% discount off most retail prices. Your order will be sent via next-day delivery by UPS or FedEx.

Take advantage of this benefit 24 hours a day, 7 days a week. You can place your order by phone, or save even more money by ordering online.

Simply call 1-888-321-ROSE (7673) to place an order. Mention your association code 38801.

Car Rental Discounts

Take advantage of special member rates on auto rentals from Avis®, Budget® and Dollar Rent A Car®. Simply make reservations with any participating company at least 24 hours in advance. Give the representative your member ID number listed below.

Discounts apply to daily, weekly, holiday and promotional rates, as well as some weekend rates. Show your member ID card when you pick up your car.

**Avis**  
1-800-239-6536  
Member ID # B381920

**Dollar Rent A Car**  
1-800-800-4000  
Member ID # CT5253

**Budget**  
1-866-928-3438  
Member ID # X736134



NBAC Enrollment Form

It's easy to become a member ...

- Simply complete the information below and mail this form with a \$15 check for annual membership dues payable to NBAC. Or, complete the credit card information below. Include a copy of your malpractice insurance declarations page showing your policy period.
- Detach this panel and send it, along with your check (or credit card information) and proof of insurance in the attached envelope to:  

NBAC Membership  
PO Box 9118  
Des Moines, IA 50306-9912

Your NBAC identification card will be mailed to you shortly.

**Member Information**

First Name \_\_\_\_\_ MI \_\_\_\_\_

Last Name \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_ ZIP \_\_\_\_\_

Phone (\_\_\_\_) \_\_\_\_\_ Female ☐ Male ☐

Email \_\_\_\_\_  
Your email address will never be sold. It will be used to send you important notices.

Fax (\_\_\_\_) \_\_\_\_\_ D.O.B. \_\_\_\_/\_\_\_\_/\_\_\_\_  
MO DAY YR

**To pay by credit card: (MasterCard® or VISA®)**

Card # \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_

Exp. Date \_\_\_\_\_

Cardholder \_\_\_\_\_  
Please Print

Signature of Cardholder \_\_\_\_\_  
Required

**Remember to include your:**  
1. Completed enrollment form  
2. Check payable to NBAC or payment information  
3. Proof of malpractice insurance

Thank you

NFL 7004-123105



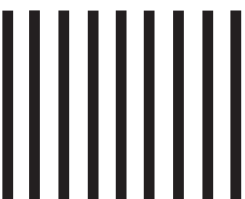
**NBAC Membership**  
**PO BOX 9118**  
**Des Moines, IA 50306-9912**

POSTAGE WILL BE PAID BY ADDRESSEE

**BUSINESS REPLY MAIL**  
FIRST-CLASS MAIL PERMIT NO 6501 DES MOINES IA



NO POSTAGE  
NECESSARY  
IF MAILED  
IN THE  
UNITED STATES



NATIONAL  
BUSINESS  
ASSOCIATION FOR  
CHIROPRACTORS

Dear Doctor,

You are invited to become a member of the National Business Association for Chiropractors (NBAC).

**NBAC is dedicated to the business aspects of your personal planning and professional career.** This is a completely different mission than the state and national organizations you may already be a member of.

Whether you're a new D.C. or have been practicing for decades, NBAC will be your source of valuable information. Plus, you'll have access to several outstanding member benefits that will help your practice and your personal well-being.

Please take a minute to read through the benefits you can take advantage of as an NBAC member. Then, simply complete and send the attached Enrollment Form to get your membership in the works.

I look forward to welcoming you as our newest member.

Sincerely,

Gary Tarola, D.C.  
NBAC President

Turn the page for  
NBAC member benefits



Become a member of

NATIONAL  
BUSINESS  
ASSOCIATION FOR  
CHIROPRACTORS



**Arkansas Insurance Department**  
**Association Requirements**

1. **Name and address of the association.**  
National Business Association for Chiropractors  
16476 Wild Horse Creek Road, Chesterfield, Missouri 63017
2. **Is this association incorporated? If so, give state of incorporation.**  
NBAC is incorporated in the State of Iowa.
3. **Is there a current office in Arkansas?**  
No
4. **Does the Arkansas part of the organization have any officers, committees, or chapters? If so, give details.**  
No
5. **Are annual dues charged? If so, specify amount.**  
Annual dues are \$15.
6. **What are the specific activities of the association?**  
The purpose of NBAC is to provide information and resources that relate to the business needs Chiropractors deal with in running their practices. NBAC provides a resource for chiropractors personal planning and professional career, such as incorporation considerations, cash flow and its impact, the importance of business plans, sources of practice funding, staffing considerations, managing debt, importance of credit scores and retirement planning.
7. **What benefits are provided to the members in addition to insurance? Attach brochures on the association which outline the additional benefits.**  
See attachment.
8. **What qualifies an individual for membership?**  
Applicant must be a licensed chiropractor and must be able to verify the existence of malpractice insurance coverage. The existence of malpractice insurance with the individual named as the insured will be accepted by the Association as proof that the individual is a practicing chiropractor.
9. **How are members recruited? If by mailing list, advise the source of the list.**  
NBAC members are recruited through the web, through direct mail solicitations to licensed chiropractors, through inserts in negotiated chiropractic publications, and by having materials available at chiropractic state associations and alumni gatherings at chiropractic colleges in the country. The source of mailing lists for NBAC is through chiropractic licensure lists that are available as public information from many of the states, and through an agreement that NBAC has with NCMIC Insurance Services to be able to include information to new malpractice insurance customers of NCMIC Insurance Company.
10. **Attach a copy of the association's Articles of Incorporation and By-laws?**  
See attachments.
11. **Enclose of list of dues paying members residing in Arkansas with full addresses. If the association considers this privileged information, we will treat it as such and once it has served our purpose, it will be destroyed.**

NB135903	Ryan	D	Hasenclever	3801 SW Lone Oak Ave	Bentonville	AR	72712	Active	10/1/2013
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12. **Please attach a copy of the association's most recent financial statement.** See Attached

13. **Does the association receive any compensation of any kind from the insurer issuing contracts to its members?**

No